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June 23, 2009

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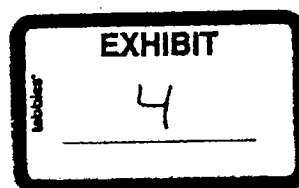
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Re: *In re General Motors Corp., et al.*, Case No. 09-50026 (Jointly Administered); in the
United States Bankruptcy Court, Southern District of New York

Dear Counsel:

As you know, the State of Texas, on behalf of the Texas Department of Transportation, Motor Vehicle Division ("Texas"), filed its Limited Objection (the "Limited Objection") (Dkt. No. 712) to Debtors' Motion to Approve 363 Sale Pursuant to Master Sale and Purchase Agreement (the "Sale Motion") (Dkt. No. 92). Attached as exhibits to the Limited Objection are copies of correspondence (Exhibit "A") and unexecuted, proposed letter agreements (Exhibits "B" and "C") from General Motors Corp. ("GM") to dealers whose existing Dealer Agreements (as modified by Exhibits "B" and "C" to the Limited Objection) are apparently subject to assumption and assignment to Vehicle Acquisition Holdings LLC ("New GM") in accordance with the Sale Motion.

Since filing the Limited Objection, we have had discussions (along with representatives from other states) with you and GM, but the concerns raised in the objections filed to date with respect to the dealership issues have not been addressed. Accordingly, Texas must proceed with prosecuting its Limited Objection at the hearing on the Sale Motion commencing June 30, 2009. In preparation for this evidentiary hearing, demand is respectfully made upon you to provide to us no later than 12:00 p.m. CDT on Friday, June 26, true and correct copies of a sample "final" version of the "Participation Agreement," letter agreement, transmittal letter and/or other documents relating to the assumption, modification and/or assignment of the Dealer Agreements to New GM.



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I look forward to your timely response to this request, so that we need not take up any of the Court's valuable time in addressing this issue. Should you have any questions or wish to discuss this further, please do not hesitate to contact me at your earliest convenience.

Yours truly,



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JCR/smh